

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4818

June 14, 2000

RECORDATION NO. **20224-B** FILED

JUN 19 '00

3-31 PM

7s

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease of Railroad Agreement dated June 9, 2000, as amended ("Termination"), by Helm Financial Corporation ("Lessor").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of this Termination, please note the following information:

Name and Address of Lessor:

Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee:

Northern Indiana Public Service Company
5265 Hohman Avenue
Hammond, IN 46320-1775

Equipment:

Four hundred forty-four (444) railcars as more fully described in Schedule A attached hereto.

Previous STB Filings:

Memorandum of Railcar Lease Agreement filed August 19, 1996 at 1:35 p.m. under Recordation No. **20224**.

Amendment No. 3 filed August 10, 1998 at 11:19 a.m. under Recordation No. **20224-A**.

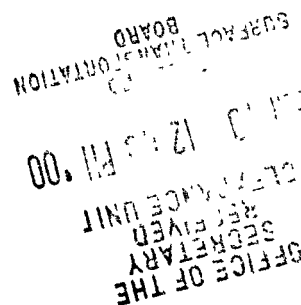
Please file this Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad

Enclosures (2)



TERMINATION OF LEASE OF RAILROAD EQUIPMENT

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of June 9, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Railcar Lease Agreement dated as of May 23, 1996, as amended by Amendment No. 3 dated February 13, 1998 ("Lease"), with Northern Indiana Public Service Company, an Indiana corporation, with respect to the four hundred forty-four (444) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under STB Recordation Nos. 20224 filed August 19, 1996 and 20224-A filed on August 10, 1998 at 11:19 a.m.

The Lease was terminated on September 10, 1999. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

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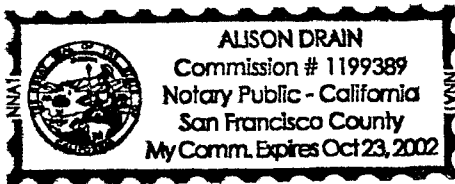
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 16th, 2000, before me, Alison Drain, personally appeared John F. Dains, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

To the Termination of Rail Car Lease Agreement dated June 9, 2000

THE UNITS

1. Existing Units:

Equipment Description: Two hundred nineteen (219), 4000 cubic foot, 100-ton rotary coupled (53'1" coupler face to coupler face) double tub coal railcars, built by Bethlehem Steel in 1980.

Units' Reporting Mark: HJVX

Units' Numbers: 140000-140074; 140076-140185; 140187-140219; 140368

2. Added Units:

Equipment Description:

Two hundred twenty-five (225), 4000 c.f., 100-ton, 53'1" gondola railcars equipped with rotary couplers; manufactured by Thrall in 1977.

Units' Reporting Mark: HATX

Units' Numbers:

1015-1018, 1020-1023, 1025-1029, 1031-1037, 1039-1050, 1052, 1054, 1056, 1058-1065, 1067, 1069-1076, 1078-1080, 1083-1093, 1096-1110, 1112, 1115-1122, 1124, 1126-1133, 1137, 1138, 1140, 1142-1153, 1155, 1163-1168, 1170, 1071, 1073-1175, 1177-1183, 1185, 1186, 1157, 1188-1193, 1195, 1196, 1198-1200, 1202, 1203, 1205-1208, 1211-1215, 1217-1220, 1223-1225, 1227, 1229-1243, 1245-1252, 1254-1256, 1258-1261, 1266-1269, 1273-1280, 1282, 1284-1293, 1295-1299.